

203-011426-019

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Second Revised Title Page

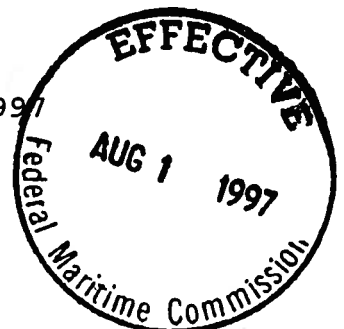
WEST COAST OF SOUTH AMERICA
DISCUSSION AGREEMENT

FMC Agreement No. 203-011426-019

A Cooperative Working Agreement
(As Defined In 46 C.F.R. §572.104(h))

Date of Last Republication: March 31, 1997

Expiration Date: None



West Coast of South America
Discussion Agreement
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(b) This Agreement does not authorize any common tariffs, but the parties may agree to aggregate the volume of cargo for purposes of service contracts separately published in their respective essential terms publications. The parties are not required hereunder to agree upon, or if they do agree, to adhere to any uniform rates, charges, practices, conditions of service, or other decisions. There is no provision in this Agreement for any sharing of expense or conduct of any collective administrative affairs. Each party shall designate a point or points of entry for receipt of all inter-party communications in connection with the operation of this Agreement.

(c) An agreement made hereunder by the Agreement Party is an agreement on behalf of and is binding on each member of the Agreement Party to the same extent that the Conference is bound.

(d) The parties may meet in person, by telephone or conduct business by written, telex, telefax, e-mail or other electronic exchanges. At any meeting and in order to foster a consensus, all carriers, including the individual carrier members of Agreement Party, may communicate directly with the independent carrier parties and express their views with respect to any matter authorized herein.

(e) To further assist in reaching a consensus all carriers, including the individual carrier members of Agreement Parties, may communicate directly with some or all of the independent carrier parties and exchange information with them, with respect to any matter authorized herein, prior to meetings of the Agreement.

(f) The parties may charter space to, from and among each other and with members of the West Coast of South America Agreement, FMC Agreement No. 202-002744, on vessels owned or operated by them or members of the West Coast of South America Agreement in the Trade on such terms and conditions as they shall agree. The parties may also jointly establish sailing schedules, port rotation, limit sailings and jointly advertise each others vessels or vessels owned or operated by members of the West Coast of South America Agreement.

(g) The Agreement shall submit to the FMC separate and sequentially numbered confidential minute records on a quarterly calendar year basis reporting on all on-going (i.e., other than casual) charter arrangements entered into between or among the Members pursuant hereto and specifying for each such arrangement (i) the names of the chartering and underlying carrier parties; (ii) the amount of space chartered expressed in twenty foot equivalent units (TEU's); (iii) the commencement and termination dates; and (iv) the port or ports from or to which it applies.

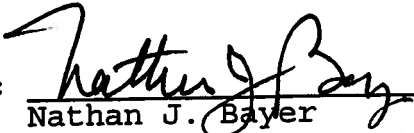
West Coast of South America
Discussion Agreement
FMC Agreement No. 203-011426-019

SIGNATURE PAGE

IN WITNESS WHEREOF, the Members to FMC Agreement No.
202-011426 hereby agree this 17th day of June, 1997, to amend the
Agreement as per the attached pages, and to file same with the
U.S. Federal Maritime Commission.

WEST COAST OF SOUTH AMERICA
DISCUSSION AGREEMENT

By: _____


Nathan J. Bayer
Counsel to Agreement
Authorized to Execute
Modification Pursuant to
Article 6 of the Agreement

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